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LAW OFFICES OF  
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NETTHE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

May 25, 2010

Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301:

The document is a Memorandum of Lease Assignment, a secondary document, dated as of March 22, 2010. The primary document to which this is connected is recorded under Recordation No. 27894. We request that this document be recorded under Recordation No. 27894-A.

The names and addresses of the parties to the Memorandum of Lease Assignment are:

Assignor:

RBS Asset Finance, Inc.  
71 South Wacker Drive Suite 2800  
Chicago, IL 60606

Assignee:

MassMutual Asset Finance LLC  
2 Hampshire Street, Suite 101  
Foxborough, MA 02035

A description of the equipment covered by the Memorandum of Lease Assignment consists of three tie plate inserters numbered X3800168, X3800169, and X3800170, four HD push carts numbered J0400644, J0400645, J0400646, and J0400647, two mechanics tool carts numbered J0403030 and J0403031, one magnet crane numbered X6000288, one production tamper numbered X5400463, one switch chase/tamper numbered X5600256, one hopper cart numbered X8700069, two clip-applicator removers numbered X0100564 and X0100565, one trencher-ditcher numbered X9300144, four spiker/nippers numbered X4400430, X4400431, X4400432, and X4400433, one auto anchor numbered X0100577, two motor graders numbered X2500060 and X2500061,

Ms. Cynthia T. Brown

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one front end loader numbered X2400551, one magnet crane numbered X6000304, four tie inserter-removers numbered X6300209, X6300210, X6300211, and X6300212, one production tamper numbered X5400464, and one switch chase/tamper numbered X5600257.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Lease Assignment between RBS Asset Finance, Inc., 71 South Wacker Drive Suite 2800, Chicago, IL 60606, and MassMutual Asset Finance I.L.C, 2 Hampshire Street, Suite 101, Foxborough, MA 02035, covering three tie plate inserters numbered X3800168, X3800169, and X3800170, four HD push carts numbered J0400644, J0400645, J0400646, and J0400647, two mechanics tool carts numbered J0403030 and J0403031, one magnet crane numbered X6000288, one production tamper numbered X5400463, one switch chase/tamper numbered X5600256, one hopper cart numbered X8700069, two clip-applicator removers numbered X0100564 and X0100565, one trencher-ditcher numbered X9300144, four spiker/nippers numbered X4400430, X4400431, X4400432, and X4400433, one auto anchor numbered X0100577, two motor graders numbered X2500060 and X2500061, one front end loader numbered X2400551, one magnet crane numbered X6000304, four tie inserter-removers numbered X6300209, X6300210, X6300211, and X6300212, one production tamper numbered X5400464, and one switch chase/tamper numbered X5600257.

Very Truly Yours,

  
Louis E. Gitomer

Enclosure

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## SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

This Memorandum of Lease Assignment, dated as of March 22, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and MassMutual Asset Finance LLC, a Delaware limited liability company ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 051 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

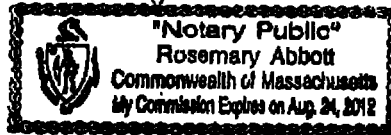
By Name Snula Perakis  
Assistant Vice President  
Title \_\_\_\_\_MASSMUTUAL ASSET FINANCE LLC,  
AssigneeBy Name David Cate  
Title President

**State of Massachusetts)**

County of       Norfolk

BEFORE ME, a Notary Public in and for said County and State, personally appeared MassMutual Asset Finance LLC, a Delaware limited liability company (the "Corporation"), by David J. Coutu, its President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

Denise Abbott  
Notary Public



State of Illinois       )  
                                  ) ss:  
County of Cook        )

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 22<sup>nd</sup> day of March, 2010.



\_\_\_\_\_  
Notary Public  
Jeffrey P. Lanigan

**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE**

1. **Equipment Schedule:** Equipment Schedule No. 051.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 051 is 84 months commencing as of June 1, 2008.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 051 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
3	Racine	TPI	Tie Plate Inserter	TPI-034-08 TPI-035-08 TPI-036-08	X3800168 X3800169 X3800170
4	Superior Sales	PC-4101	HD Push Cart	PC4742-1-08 PC4742-2-08 PC4742-3-08 PC4742-4-08	J0400644 J0400645 J0400646 J0400647
2	Superior Sales	MSC-4101	Mechanics Tool Cart	MSC4741-08 MSC4744-08	J0403030 J0403031
1	Caterpillar	CMC-312C	Magnet Crane	CBA04613	X6000288
1	Jackson	6700-SJ	Production Tamper	153527	X5400463
1	Jackson	3300-S	Switch Chase/Tamper	153531	X5600256
1	Superior Sales	SHC6301	Hopper Cart	SHC4990-1-08	X8700069
2	Racine	SAR	Clip Applicator- Remover	SAR-194-08 SAR-195-08	X0100564 X0100565
1	Ditch Witch	RT55-H	Trencher-Ditcher	CMWRT55HC70000275	X9300144
1	Nordco	CX-N	Spiker/Nipper	410832	X4400430
1	Nordco	CX-N	Spiker/Nipper	410833	X4400431
2	Nordco	CX-N	Spiker/Nipper	410834	X4400432

				410835	X4400433
1	Nordco	BAAM	Auto Anchor	690051	X0100577
2	Caterpillar	12-H	Motor Grader	CBK01145 CBK01314	X2500060 X2500061
1	Caterpillar	972-H	Front End Loader	A7D00618	X2400551
1	Caterpillar	CMC-312C	Magnet Crane	CBA04614	X6000304
3	HTT	RMC305D1-26	Tie Inserter-Remover	257817 257818 257819	X6300209 X6300210 X6300211
1	HTT	RMC305D1-26	Tie Inserter-Remover	257820	X6300212
1	Jackson	6700-SJ	Production Tamper	153528	X5400464
1	Jackson	3300-S	Switch Chase/Tamper	153532	X5600257